

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE CENTERLINE HOLDING COMPANY SECURITIES LITIGATION	Case No. 08 Civ. 00505 (SAS)
<p>BRIAN QUILL, Individually And On Behalf of All Others Similarly Situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">vs.</p> <p>CENTERLINE HOLDING CO. INC., MARC D. SCHNITZER, ROBERT L. LEVY, STEPHEN M. ROSS, JEFF T. BLAU, and LEONARD W. COTTON</p> <p style="text-align: center;">Defendants.</p>	Case No. 08 Civ. 01902 (SAS)

**JOINT DECLARATION OF TOM BURNS, JOSEPH FRYZER, MELVIN KREVOY,
AND STEPHEN LANDAU (THE BURNS GROUP) IN SUPPORT OF THE MOTION
FOR CONSOLIDATION OF SIMILAR CASES; TO BE APPOINTED LEAD
PLAINTIFF; AND TO APPROVE PROPOSED LEAD PLAINTIFF'S CHOICE OF CO-
LEAD COUNSEL**

TOM BURNS, JOSEPH FRYZER, MELVIN KREVOY, AND STEPHEN LANDAU,
pursuant to 28 U.S.C. § 1746, do declare as follows:

1. We respectfully submit this declaration in support of the Motion of the Burns Group for Consolidation of Similar Cases; to be Appointed Lead Plaintiff; and to Approve Proposed Lead Plaintiff's Choice of Counsel, pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA").

2. The Burns Group consists of Tom Burns, Joseph Fryzer, Melvin Krevoy, and Stephen Landau. Each member of the Burns Group acknowledges and is fully aware that Jona

Goldrich (“Goldrich”) has withdrawn from the Burns Group and filed a voluntary Notice of Withdrawal on April 1, 2008.

3. We have no interests antagonistic to those of the Class and do not believe we are subject to any unique defenses.

4. We understand that we are seeking to have our choice of counsel appointed Co-Lead Counsel on behalf of the Class of Plaintiffs. The Burns Group is a small, cohesive, manageable group that will work together and direct the activities of our counsel, Kahn Gauthier Swick, LLC (“KGS”) and Dreier, LLP (“Dreier”), in the prosecution of this action. Each member of the Burns Group understands that to fulfill our fiduciary duties and obligations as Lead Plaintiff, we must fairly and adequately represent the Class by vigorously prosecuting this case on behalf of the Class.

5. We will fulfill our responsibilities as Lead Plaintiff to the best of our abilities. We intend to oversee our counsel and monitor the progress of the litigation to discharge our duties to the Class. In discharging those duties, we intend, among other things, to review pleadings and motion papers received from counsel; obtain periodic status reports on the progress of the litigation on developments in the action; produce documents, answer interrogatories, and/or sit for a deposition, if necessary; and have input into litigation decisions and strategies, and involvement in the final approval of any major litigation decisions, including whether or not to settle the litigation and, if so, for how much.

6. We intend to work together closely and cooperatively to oversee the litigation in a manner intended to best vindicate the interests of all members of the Class. We, as members of the Burns Group, have been in communication with each other and believe that as a small, cohesive group, we can effectively and efficiently prosecute this action together. We understand

that our group intends to do so by, among other means, communicating, individually or as a group, with each other and with counsel, to the extent we determine it necessary to fairly and adequately represent the interests of the Class.

7. We intend to regularly communicate with counsel and each other through the use, among other things, of email, internet, and telephone. Each of the members of the Burns Group has determined how the group will make decisions and will endeavor to make all decisions unanimously. We do not foresee a circumstance where the members of our group could not reach a mutually agreeable solution to any issue that might arise.

8. Each member of the group has agreed that Tom Burns will serve as the Burns Group spokesperson and liaison with counsel and the Court. Although we understand that emergencies rarely arise in the course of litigation of this nature that would not permit sufficient time for our group to be consulted, particularly in light of modern technological means of communication, to the extent such an emergency arises and our group is unable to collectively make a decision, we understand that Tom Burns will be responsible for making such decisions.

9. Additionally, we understand that our group will meet periodically, as necessary, by telephonic conference or otherwise (with or without counsel) to discuss the progress of the litigation and to consider litigation strategies recommended by our counsel. We understand that litigation of this nature has active and inactive periods, and we will make ourselves available as needed to fulfill our role as Lead Plaintiff.

10. We are familiar with the background and experience of KGS and Dreier, and we are satisfied that the attorneys at those firms working on this matter are experienced in the prosecution of class action securities cases and will vigorously and diligently prosecute this action at the direction of the Burns Group. We are further satisfied that these attorneys will keep

us advised of the status of the action in order to assure that we may fulfill our duties as Lead Plaintiff. We have made an informed decision of our selection of KGS and Dreier as our counsel and, at no time, have we been misled in the selection process of KGS and Dreier as our counsel, either by virtue of any press release or other communication.

11. Though members of the Burns Group move together for appointment as Lead Plaintiff, the group members have agreed to have the Court consider group members' losses individually and appoint an individual from the group as Lead Plaintiff should the Court so desire.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

April _____, 2008

Tom Burns

April 14, 2008


Joseph Fryer

April _____, 2008

Melvin Krevoy

April _____, 2008

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11. Though members of the Burns Group move together for appointment as Lead Plaintiff, the group members have agreed to have the Court consider group members' losses individually and appoint an individual from the group as Lead Plaintiff should the Court so desire.

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